

Richard W. Mark (RM 6884)
David M. Fine (DF 4479)
ORRICK, HERRINGTON & SUTCLIFFE LLP
666 Fifth Avenue
New York, NY 10103
Telephone: (212) 506-5000
Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
SEAT SACK, INC., :
 Plaintiff,
 : :
 -against- 07-CV-3344 (RJH)(DFE)
CHILDCRAFT EDUCATION CORP.; :
US OFFICE PRODUCTS COMPANY; :
US OFFICE PRODUCTS NORTH :
ATLANTIC DISTRICT, INC.; and :
SCHOOL SPECIALTY, INC., :
 : :
 Defendants.
----- X

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for
the Southern and Eastern Districts of New York, I, David M. Fine, a member in good standing of the bar
of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name:	Mark E. Schmidt
Firm Name:	Godfrey & Kahn, S.C.
Address:	780 North Water Street
City/State/Zip:	Milwaukee, WI 53202-3590
Phone Number:	(414) 273-3500
Fax Number:	(414) 273-5198

Mark E. Schmidt is a member in good standing of the Bar of the State of Wisconsin, and is also admitted
to practice in the United States Courts of Appeals for the Seventh Circuit and in the United States District
Courts for the Eastern and Western Districts of Wisconsin. There are no pending disciplinary
proceedings against Mark E. Schmidt in any State or Federal court.

614221 #75 5-8-07 mca

Dated: New York, New York
May 7, 2007

Respectfully submitted,
ORRICK, HERRINGTON & SUTCLIFFE LLP

By: 

Richard W. Mark (RM 6884)
David M. Fine (DF 4479)
666 Fifth Avenue
New York, NY 10103
Phone Number: (212) 506-5000
Fax Number: (212) 506-5151

Attorneys for Defendants,
Childcraft Education Corp. and
School Specialty, Inc.

Richard W. Mark (RM 6884)
 David M. Fine (DF 4479)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 666 Fifth Avenue
 New York, NY 10103
 Telephone: (212) 506-5000
 Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

-----	X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	:
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	:
Defendants.	:
-----	X
STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

David M. Fine, being duly sworn, hereby deposes and says as follows:

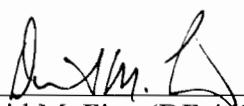
1. I am associated with Orrick, Herrington & Sutcliffe LLP, counsel for defendants Childcraft Education Corp. and School Specialty, Inc. (the "Childcraft Defendants") in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the Childcraft Defendants' motion to admit Mark E. Schmidt as counsel *pro hac vice* to represent them in this matter.

2. I am a member in good standing of the bars of the State of New York and the District of Columbia, and was admitted to practice law on January 25, 2000 (State of New York)

and August 4, 2000 (District of Columbia). I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. Mr. Schmidt regularly serves as counsel to the Childcraft Defendants, and is familiar with the proceedings in this case.
4. Mr. Schmidt is an associate at Godfrey & Kahn, S.C., in Milwaukee, Wisconsin.
5. I have found Mr. Schmidt to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Mark E. Schmidt, *pro hac vice*.
7. I respectfully submit a proposed order granting the admission of Mark E. Schmidt, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Mark E. Schmidt, *pro hac vice*, to represent the Childcraft Defendants in the above captioned matter, be granted.



David M. Fine (DF 4479)
Orrick, Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, NY 10103
Phone Number: (212) 506-5000
Fax Number: (212) 506-5151

Sworn to and subscribed

before me this 7th day of May, 2007



Lorraine C. Phillippe
Notary Public

LORRAINE C. PHILLIPE
Notary Public, State of New York
No. 41-4800598
Qualified in Queens County
Commission Expires October 31, 2008



David R. Schanker
Clerk

WISCONSIN SUPREME COURT

OFFICE OF THE CLERK

110 E. Main Street, Suite 215
P.O. Box 1688
Madison, WI 53701-1688

Telephone: 608-266-1880
TTY: 800-947-3529
Fax: 608-267-0640
<http://www.wicourts.gov>

CERTIFICATE OF GOOD STANDING

I, David R. Schanker, Clerk of the Supreme Court of Wisconsin certify that the records of this office show that:

MARK SCHMIDT

was admitted to practice as an attorney within this state on September 28, 2004 and is presently in good standing in this court.

Dated: May 3, 2007

A handwritten signature in black ink, appearing to read "DRS".
DAVID R. SCHANKER
Clerk of Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	:
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	:
Defendants.	:
----- X	

Upon the motion of David M. Fine, attorney for defendants Childcraft Education Corp. and School Specialty, Inc., and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Mark E. Schmidt
Firm Name:	Godfrey & Kahn, S.C.
Address:	780 North Water Street
City/State/Zip:	Milwaukee, WI 53202-3590
Telephone/Fax:	(414) 273-3500 / (414) 273-5198
Email Address:	mschmidt@gklaw.com

is admitted to practice *pro hac vice* as counsel for defendants Childcraft Education Corp. and School Specialty, Inc. in the above-captioned action in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated:
City, State:

United States District/Magistrate Judge

Richard W. Mark (RM 6884)
 David M. Fine (DF 4479)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 666 Fifth Avenue
 New York, NY 10103
 Telephone: (212) 506-5000
 Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

	----- X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	07-CV-3344 (RJH)(DFE)
CHILDCRAFT EDUCATION CORP.;	:
US OFFICE PRODUCTS COMPANY;	
US OFFICE PRODUCTS NORTH	
ATLANTIC DISTRICT, INC.; and	
SCHOOL SPECIALTY, INC.,	
Defendants.	:
	----- X

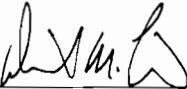
PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, David M. Fine, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name:	Anthony S. Baish
Firm Name:	Godfrey & Kahn, S.C.
Address:	780 North Water Street
City/State/Zip:	Milwaukee, WI 53202-3590
Phone Number:	(414) 273-3500
Fax Number:	(414) 273-5198

Anthony S. Baish is a member in good standing of the Bar of the State of Wisconsin, and is also admitted to practice in the United States Courts of Appeals for the Seventh Circuit and the Federal Circuit, and in the United States District Courts for the Eastern and Western Districts of Wisconsin, the Northern District of Indiana, and the Western District of Michigan. There are no pending disciplinary proceedings against Anthony S. Baish in any State or Federal court.

Dated: New York, New York
May 7, 2007

Respectfully submitted,
ORRICK, HERRINGTON & SUTCLIFFE LLP

By: 

Richard W. Mark (RM 6884)

David M. Fine (DF 4479)
666 Fifth Avenue
New York, NY 10103
Phone Number: (212) 506-5000
Fax Number: (212) 506-5151

Attorneys for Defendants,
Childcraft Education Corp. and
School Specialty, Inc.

Richard W. Mark (RM 6884)
 David M. Fine (DF 4479)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 666 Fifth Avenue
 New York, NY 10103
 Telephone: (212) 506-5000
 Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

	X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	: 07-CV-3344 (RJH)(DFE)
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	: AFFIDAVIT OF DAVID M. FINE IN SUPPORT OF MOTION TO ADMIT COUNSEL <i>PRO HAC VICE</i>
Defendants.	:
	X
STATE OF NEW YORK)	
) ss.
COUNTY OF NEW YORK)	

David M. Fine, being duly sworn, hereby deposes and says as follows:

1. I am associated with Orrick, Herrington & Sutcliffe LLP, counsel for defendants Childcraft Education Corp. and School Specialty, Inc. (the "Childcraft Defendants") in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the Childcraft Defendants' motion to admit Anthony S. Baish as counsel *pro hac vice* to represent them in this matter.

2. I am a member in good standing of the bars of the State of New York and the District of Columbia, and was admitted to practice law on January 25, 2000 (State of New York)

and August 4, 2000 (District of Columbia). I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. Mr. Baish regularly serves as counsel to the Childcraft Defendants, and is familiar with the proceedings in this case.
4. Mr. Baish is a partner at Godfrey & Kahn, S.C., in Milwaukee, Wisconsin.
5. I have found Mr. Baish to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Anthony S. Baish, *pro hac vice*.
7. I respectfully submit a proposed order granting the admission of Anthony S. Baish, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Anthony S. Baish, *pro hac vice*, to represent the Childcraft Defendants in the above captioned matter, be granted.



David M. Fine (DF 4479)
Orrick, Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, NY 10103
Phone Number: (212) 506-5000
Fax Number: (212) 506-5151

Sworn to and subscribed

before me this 1st day of May, 2007

Lorraine C. Phillippe
Notary Public

LORRAINE C. PHILLIPE
Notary Public, State of New York
No. 41-4800596
Qualified in Queens County
Commission Expires October 31, 2012



David R. Schanker
Clerk

WISCONSIN SUPREME COURT

OFFICE OF THE CLERK

110 E. Main Street, Suite 215
P.O. Box 1688
Madison, WI 53701-1688

Telephone: 608-266-1880
TTY: 800-947-3529
Fax: 608-267-0640
<http://www.wicourts.gov>

CERTIFICATE OF GOOD STANDING

I, David R. Schanker, Clerk of the Supreme Court of Wisconsin certify that the records of this office show that:

ANTHONY S. BAISH

was admitted to practice as an attorney within this state on April 21, 1998 and is presently in good standing in this court.

Dated: May 3, 2007

A handwritten signature in black ink, appearing to read "DRS".
DAVID R. SCHANKER
Clerk of Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	07-CV-3344 (RJH)(DFE)
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	ORDER FOR ADMISSION <i>PRO HAC VICE</i> ON WRITTEN MOTION
	:
Defendants.	:
	----- X

Upon the motion of David M. Fine, attorney for defendants Childcraft Education Corp. and School Specialty, Inc., and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Anthony S. Baish
Firm Name:	Godfrey & Kahn, S.C.
Address:	780 North Water Street
City/State/Zip:	Milwaukee, WI 53202-3590
Telephone/Fax:	(414) 273-3500 / (414) 273-5198
Email Address:	tbaish@gklaw.com

is admitted to practice *pro hac vice* as counsel for defendants Childcraft Education Corp. and School Specialty, Inc. in the above-captioned action in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated:
City, State:

United States District/Magistrate Judge

Richard W. Mark (RM 6884)
 David M. Fine (DF 4479)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 666 Fifth Avenue
 New York, NY 10103
 Telephone: (212) 506-5000
 Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

	----- X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	07-CV-3344 (RJH)(DFE)
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	:
Defendants.	
	----- X

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for
 the Southern and Eastern Districts of New York, I, David M. Fine, a member in good standing of the bar
 of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name:	Nicholas A. Kees
Firm Name:	Godfrey & Kahn, S.C.
Address:	780 North Water Street
City/State/Zip:	Milwaukee, WI 53202-3590
Phone Number:	(414) 273-3500
Fax Number:	(414) 273-5198

Nicholas A. Kees is a member in good standing of the Bar of the State of Wisconsin, and is also admitted
 to practice in the United States District Court for the Eastern and Western Districts of Wisconsin and the
 United States Court of Appeals for the Federal Circuit. There are no pending disciplinary proceedings
 against Nicholas A. Kees in any State or Federal court.

Dated: New York, New York
May 7, 2007

Respectfully submitted,
ORRICK, HERRINGTON & SUTCLIFFE LLP

By:



Richard W. Mark (RM 6884)
David M. Fine (DF 4479)
666 Fifth Avenue
New York, NY 10103
Phone Number: (212) 506-5000
Fax Number: (212) 506-5151

Attorneys for Defendants,
Childcraft Education Corp. and
School Specialty, Inc.

Richard W. Mark (RM 6884)
 David M. Fine (DF 4479)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 666 Fifth Avenue
 New York, NY 10103
 Telephone: (212) 506-5000
 Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

	X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	:
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	:
Defendants.	:
	X
STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

David M. Fine, being duly sworn, hereby deposes and says as follows:

1. I am associated with Orrick, Herrington & Sutcliffe LLP, counsel for defendants Childcraft Education Corp. and School Specialty, Inc. (the "Childcraft Defendants") in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the Childcraft Defendants' motion to admit Nicholas A. Kees as counsel *pro hac vice* to represent them in this matter.

2. I am a member in good standing of the bars of the State of New York and the District of Columbia, and was admitted to practice law on January 25, 2000 (State of New York)

and August 4, 2000 (District of Columbia). I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. Mr. Kees regularly serves as counsel to the Childcraft Defendants, and is familiar with the proceedings in this case.

4. Mr. Kees is a partner at Godfrey & Kahn, S.C., in Milwaukee, Wisconsin.

5. I have found Mr. Kees to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of Nicholas A. Kees, *pro hac vice*.

7. I respectfully submit a proposed order granting the admission of Nicholas A. Kees, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Nicholas A. Kees, *pro hac vice*, to represent the Childcraft Defendants in the above captioned matter, be granted.



David M. Fine (DF 4479)
Orrick, Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, NY 10103
Phone Number: (212) 506-5000
Fax Number: (212) 506-5151

Sworn to and subscribed

before me this 1st day of May, 2007


Lorraine C. Phillips
Notary Public

LORRAINE C. PHILLIPE
Notary Public, State of New York
No. 41-4800598
Qualified in Queens County
Commission Expires October 31, 2008



David R. Schanker
Clerk

WISCONSIN SUPREME COURT

OFFICE OF THE CLERK

110 E. Main Street, Suite 215
P.O. Box 1688
Madison, WI 53701-1688

Telephone: 608-266-1880
TTY: 800-947-3529
Fax: 608-267-0640
<http://www.wicourts.gov>

CERTIFICATE OF GOOD STANDING

I, David R. Schanker, Clerk of the Supreme Court of Wisconsin certify that the records of this office show that:

NICHOLAS A. KEEs

was admitted to practice as an attorney within this state on May 21, 1979 and is presently in good standing in this court.

Dated: May 3, 2007

A handwritten signature in black ink, appearing to read "DS".

*DAVID R. SCHANKER
Clerk of Supreme Court*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X	
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	:
CHILDCRAFT EDUCATION CORP.; US OFFICE PRODUCTS COMPANY; US OFFICE PRODUCTS NORTH ATLANTIC DISTRICT, INC.; and SCHOOL SPECIALTY, INC.,	:
Defendants.	:
----- X	

07-CV-3344 (RJH)(DFE)

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of David M. Fine, attorney for defendants Childcraft Education Corp. and School Specialty, Inc., and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Nicholas A. Kees
Firm Name:	Godfrey & Kahn, S.C.
Address:	780 North Water Street
City/State/Zip:	Milwaukee, WI 53202-3590
Telephone/Fax:	(414) 273-3500 / (414) 273-5198
Email Address:	nakees@gklaw.com

is admitted to practice *pro hac vice* as counsel for defendants Childcraft Education Corp. and School Specialty, Inc. in the above-captioned action in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated:
City, State:

United States District/Magistrate Judge

Richard W. Mark (RM 6884)
 David M. Fine (DF 4479)
 ORRICK, HERRINGTON & SUTCLIFFE LLP
 666 Fifth Avenue
 New York, NY 10103
 Telephone: (212) 506-5000
 Facsimile: (212) 506-5151

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

	X
SEAT SACK, INC.,	:
Plaintiff,	:
-against-	:
CHILDCRAFT EDUCATION CORP.;	: DECLARATION OF SERVICE
US OFFICE PRODUCTS COMPANY;	:
US OFFICE PRODUCTS NORTH	:
ATLANTIC DISTRICT, INC.; and	:
SCHOOL SPECIALITY, INC.,	:
Defendants.	
	X

David M. Fine, an attorney duly admitted to practice law in the State of New York, declares as follows:

1. I am over the age of 18 years, am not a party to this action, and am associated with the law firm of Orrick, Herrington & Sutcliffe LLP, 666 Fifth Avenue, New York, New York 10103.

2. On the 7th day of May, 2007, I served true copies of the annexed **Motions to Admit Counsel Pro Hac Vice, Affidavits of David M. Fine in Support of Motions to Admit Counsel Pro Hac Vice, Certificates of Good Standing, and Proposed Orders for Admission Pro Hac Vice on Written Motion** upon:

Edward J. Carroll, Esq.
 Attorney for Plaintiff
 2733 Route 209
 Kingston, NY 12401

Sean M. Beach, Esq.
 Young Conaway Stargatt & Taylor,
 LLP

Attorneys for USOP Liquidating LLC
(f/k/a US Office Products Company
and US Office Products North Atlantic
District, Inc.)
P.O. Box 391
Wilmington, DE 19899-0391

by first class mail, by depositing true copies thereof in a postage prepaid wrapper in an official depository under the exclusive care and custody of the U.S. Postal Service within the State of New York, addressed to the address designated by them for service.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
May 7, 2007



David M. Fine (DF 4479)